

Corporate Governance

The Firm's Corporate Governance Practice Group offers leading expertise in the areas of state corporate law, securities regulation, executive compensation, internal investigations and compliance with exchange or other self-regulatory organization standards. Through a multidisciplinary approach involving transactional, regulatory, tax and litigation attorneys, for decades, Sills Cummis & Gross attorneys have been regularly advising public and private companies and their boards of directors, board committees and management regarding the entire spectrum of corporate governance issues. Our services in this area include:

- Advising on board and committee structure, duties and practices
- Helping implement governance policies and procedures to comply with regulatory requirements and best practices
- Assisting to enhance company's public disclosures to meet new and evolving SEC and SRO requirements
- Advising on applicable insider restrictions and conflict of interest issues, including advisory work in going private and other related-party transactions
- Helping identify and correct internal deficiencies in disclosures and other controls and improve reliability of internal information flow
- Helping promote integrity at the board and management levels
- Helping mitigate the risk of civil, administrative and criminal actions
- Conducting independent internal investigations, both generally and in response to identified issues or concerns
- Advising on export controls and the Foreign Corrupt Practices Act
- Defending companies, management and directors in civil, administrative and criminal actions
- Assisting in the establishment of policies and procedures mandated by Dodd-Frank and the Sarbanes-Oxley Act
- Conducting due diligence reviews on behalf of boards
- Performing corporate governance audits, review and counseling
- Performing D&O insurance and indemnification policy reviews
- Conducting director training and education

Long before new corporate governance legislation ushered in increased corporate accountability, Sills Cummis & Gross was helping management teams ensure that their companies were run practically and ethically. As a result of our broad client base, we are able to tailor our corporate governance services to the size and cost structure of individual companies.